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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

NOV 1, 2011

, and ending

OCT 31, 2012

Name of foundation

BEARDEN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

10460 W. SAM HOUSTON PKWY S STE 200

A Employer identification number

26-3710470

City or town, state, and ZIP code

HOUSTON, TX 77099

G Check all that apply

- Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization

- Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, col (c), line 16)

► \$ 1,012,011. (Part I, column (d) must be on cash basis)

J Accounting method

 Cash Accrual Other (specify) _____Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	570.	570.		STATEMENT 1
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	47,187.			
b	Gross sales price for all assets on line 6a	346,364.			
7	Capital gain net income (from Part IV, line 2)		47,187.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	47,757.	47,757.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees	STMT 2	11,261.	0.	0.
17	Interest				
18	Taxes	STMT 3	1,601.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		263.	0.	0.
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses Add lines 13 through 23		13,125.	0.	0.
25	Contributions, gifts, grants paid		84,191.		84,191.
26	Total expenses and disbursements Add lines 24 and 25		97,316.	0.	84,191.
27	Subtract line 26 from line 12		-49,559.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		47,757.		
c	Adjusted net income (if negative, enter -0-)			N/A	

REVENUE

FEB 20 2013

Operating and Administrative Expenses

15

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	9,553.	59,331.	59,331.
	2	Savings and temporary cash investments	668.	668.	668.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 4	1,021,109.	952,012.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		1,031,330.	1,012,011.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		1,031,330.	1,012,011.
	30	Total net assets or fund balances		1,031,330.	1,012,011.
	31	Total liabilities and net assets/fund balances		1,031,330.	1,012,011.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,031,330.
2	Enter amount from Part I, line 27a	2	-49,559.
3	Other increases not included in line 2 (itemize) ► <u>UNREALIZED GAINS/LOSSES</u>	3	30,240.
4	Add lines 1, 2, and 3	4	1,012,011.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,012,011.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	346,364.		299,177.		47,187.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					47,187.
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	47,187.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)

2

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
3	Add lines 1 and 2
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-
6	Credits/Payments
a	2011 estimated tax payments and 2010 overpayment credited to 2011
b	Exempt foreign organizations - tax withheld at source
c	Tax paid with application for extension of time to file (Form 8868)
d	Backup withholding erroneously withheld
7	Total credits and payments Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► Refunded ►

6a	787.
6b	
6c	
6d	

7	787.
8	2.
9	170.
10	
11	

Part VII-A | Statements Regarding Activities

- | | Yes | No |
|----|------------|-----------|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | |
| 5 | | X |
| 6 | | X |
| 7 | X | |
| 8b | X | |
| 9 | | X |
| 10 | | X |
- 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
- 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.
- 1c Did the foundation file Form 1120-POL for this year?
- d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.
- e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.
- 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities
- 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.
- 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?
- 7 Did the foundation have at least \$5,000 in assets at any time during the year?
If "Yes," complete Part II, col. (c), and Part XV
- 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX
- b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*
- 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*
- 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► BILL HALL Located at ► 10460 W. SAM HOUSTON PKWY S SUITE 200, HOUSTON, TX ZIP+4 ► 77099	Telephone no ► 281-568-4185	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes X No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1b	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4a	X
		4b	X

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

Yes No
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

Yes No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

N/A

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DENNIS BEARDEN 10460 W. SAM HOUSTON PKWY S. STE 200 HOUSTON, TX 77099	DIRECTOR 1.00	0.	0.	0.
BARRY BEARDEN 10460 W. SAM HOUSTON PKWY S. STE 200 HOUSTON, TX 77099	DIRECTOR 1.00	0.	0.	0.
BILL HALL 10460 W. SAM HOUSTON PKWY S. STE 200 HOUSTON, TX 77099	DIRECTOR/VP/SEC/TRES 3.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

►

0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

►

0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions

3		
Total. Add lines 1 through 3		► 0.

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	986,038.
b Average of monthly cash balances	1b	24,430.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,010,468.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,010,468.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,157.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	995,311.
6 Minimum investment return. Enter 5% of line 5	6	49,766.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1 Minimum investment return from Part X, line 6	1	49,766.
2a Tax on investment income for 2011 from Part VI, line 5	2a	955.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	955.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	48,811.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	48,811.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	48,811.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	84,191.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	84,191.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	84,191.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				48,811.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years		3,241.		
2008				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	19,055.			
f Total of lines 3a through e	19,055.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 84,191.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions) *		3,241.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				48,811.
e Remaining amount distributed out of corpus	32,139.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	51,194.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr				0.
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	51,194.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	19,055.			
e Excess from 2011	32,139.			

* SEE STATEMENT 5

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMBER RYLE C/O BALL STATE UNIVERSITY LUNINA HALL MUNCIE, IN 47306	NONE	N/A	SCHOLARSHIP	8,250.
ARIEL SIMS C/O UNIVERSITY OF NORTH TEXAS/BROOKHAVEN COLLEGE C/O CONCORDIA COLLEGE 1118 S 8TH ST CORSICANA, TX 75110	NONE	N/A	SCHOLARSHIP	7,110.
EMMA ROBERTS C/O TEXAS TECH 24515 WINDFALL PATH DR. SPRING, TX 77373	NONE	N/A	SCHOLARSHIP	10,750.
KALEY GALLAGHER C/O NORTHEAST LAKEVIEW COLLEGE 1021 HIDDEN OAKS BULVERDE, TX 78163	NONE	N/A	SCHOLARSHIP	1,231.
KELLY TASKY C/O CONCORDIA COLLEGE C/O CONCORDIA COLLEGE 1118 S 8TH ST MOOREHEAD, MN 56562	NONE	N/A	SCHOLARSHIP	8,250.
Total	SEE CONTINUATION SHEET(S)			► 3a 84,191.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

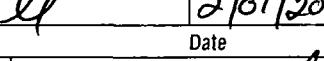
Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	570.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	47,187.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		47,757.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	47,757.

Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of	1a(1)	X
	(1) Cash	1a(2)	X
	(2) Other assets		
b	Other transactions	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	X
	(3) Rental of facilities, equipment, or other assets	1b(4)	X
	(4) Reimbursement arrangements	1b(5)	X
	(5) Loans or loan guarantees	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge		
	 William N. Harris 12/01/2013 VP		
	Signature of officer or trustee Date Title		
Paid Preparer Use Only	Print/Type preparer's name W. HARRIS WOOTEN CPA		Preparer's signature 
	Date 12/31/2013		Check <input checked="" type="checkbox"/> if self-employed
	PTIN		P01077644
	Firm's name ► W. HARRIS WOOTEN CPA		Firm's EIN ►
Firm's address ► 9219 KATY FREEWAY SUITE 134 HOUSTON, TX 77024		Phone no	
<div style="border: 1px solid black; padding: 5px; display: inline-block;"> May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input type="checkbox"/> No </div>			

BEARDEN FOUNDATION

26-3710470

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LANEY REED C/O TEXAS STATE UNIVERSITY 31 E. CULLEN BUILDING HOUSTON, TX 77204	NONE	N/A	SCHOLARSHIP	9,000.
STEFANI COATS C/O UNIVERSITY OF HOUSTON 31 E. CULLEN BUILDING HOUSTON, TX 77204	NONE	N/A	SCHOLARSHIP	3,750.
WILLIAM NICHOLAS HASTE C/O INDIANA UNIVERSITY 601 EAST KIRKLAND AVE BLOOMINGTON, IN 47405	NONE	N/A	SCHOLARSHIP	7,500.
EMANUAL RENDON C/O UNIVERSITY OF HOUSTON- DOWNTOWN 9203 THEYSED DR. HOUSTON, TX 77080	NONE	N/A	SCHOLARSHIP	4,000.
KAYLA SVEE C/O COLORADO STATE UNIVERSITY 9965 STONE BRIAR LANE PARKER, CO 80134	NONE	N/A	SCHOLARSHIP	4,000.
PAYTON BARTLING C/O HAWKEYE COMMUNITY COLLEGE 1213 A AVE. VINTON VINTON, IA 52349	NONE	N/A	SCHOLARSHIP	3,000.
AMBER PRUESSE C/O TEXAS WOMEN'S UNIVERSITY 3620 HUFFINES BLVD. APT 2023 CARROLLTON, TX 75010	NONE	N/A	SCHOLARSHIP	2,250.
CAMP FOR ALL 10500 NW FREEWAY STE 220 HOUSTON, TX 77092	NONE	PUBLIC CHARITY	DONATION	2,500.
CHRISTUS ST. CATHERINE FUND 701 S. FRY RD KATY, TX 77450	NONE	PUBLIC CHARITY	DONATION	2,500.
FORT SMITH BOYS AND GIRLS CLUB 4905 NORTH "O" STREET FORT SMITH, AR 72904	NONE	PUBLIC CHARITY	DONATION	2,500.
Total from continuation sheets				48,600.

BEARDEN FOUNDATION

26-3710470

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

BEARDEN FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a DB BREN ASIA BASKET	P	VARIOUS	11/02/11
b MANNING & NAPIER FUND	P	VARIOUS	11/30/11
c THE OSTERWEIS FUND	P	VARIOUS	12/06/11
d WORLD OPPORTUNITIES SERIES FD	P	VARIOUS	12/06/11
e DB CALLABLE REN SPX	P	VARIOUS	02/01/12
f JPM BREN EAFE	P	VARIOUS	02/23/12
g JPM BREN EAFE	P	VARIOUS	03/14/12
h NUVEEN NWQ OPPORTUNITIES FD	P	VARIOUS	03/25/12
i BARC BREN SPX	P	VARIOUS	04/04/12
j SG BREN EAFE	P	VARIOUS	04/14/12
k MANNING & NAPIER EQUITY FUND	P	VARIOUS	04/26/12
l BNP CONGT BUFF EQ SPX	P	VARIOUS	05/02/12
m JPM QUARN SPX	P	VARIOUS	05/11/12
n HSBC BREN EAFE	P	VARIOUS	05/31/12
o JPM HIGH YIELD FD	P	VARIOUS	05/31/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14,465.		15,000.	-535.
b 10,000.		8,715.	1,285.
c 20,000.		15,911.	4,089.
d 10,000.		8,668.	1,332.
e 20,775.		20,000.	775.
f 14,150.		15,000.	-850.
g 14,108.		15,000.	-892.
h 21,569.		24,000.	-2,431.
i 22,286.		20,000.	2,286.
j 18,061.		20,000.	-1,939.
k 24,741.		15,259.	9,482.
l 15,951.		15,000.	951.
m 15,431.		15,000.	431.
n 16,958.		20,000.	-3,042.
o 20,000.		18,608.	1,392.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-535.
b			1,285.
c			4,089.
d			1,332.
e			775.
f			-850.
g			-892.
h			-2,431.
i			2,286.
j			-1,939.
k			9,482.
l			951.
m			431.
n			-3,042.
o			1,392.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2	
3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	JPM INTL CURRENCY INC FD	P	VARIOUS	06/08/12
b	HSBC CONT BUFF EQ SPX	P	VARIOUS	09/19/12
c	HSBC CONT BUFF EQ SPX	P	VARIOUS	10/17/12
d	JPM TR I MIDCAP	P	VARIOUS	10/23/11
e	ISHARES RUSSELL MIDCAP	P	VARIOUS	10/21/11
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 5,000.		5,070.		-70.
b 18,000.		15,000.		3,000.
c 18,000.		15,000.		3,000.
d 10,000.		9,753.		247.
e 10,004.		8,193.		1,811.
f 26,865.				26,865.
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				-70.
b				3,000.
c				3,000.
d				247.
e				1,811.
f				26,865.
g				
h				
i				
j				
k				
l				
m				
n				
o				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }			2	47,187.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }			3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JP MORGAN	570.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	570.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,362.	0.		0.
OTHER PROFESSIONAL FEES	5,899.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	11,261.	0.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	1,601.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,601.	0.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	COST	952,012.	952,012.
TOTAL TO FORM 990-PF, PART II, LINE 13		952,012.	952,012.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO APPLY
EXCESS QUALIFYING DISTRIBUTIONS
TO PRIOR YEAR'S UNDISTRIBUTED INCOME

STATEMENT 5

TAXPAYER HEREBY ELECTS UNDER 53.4942(A)-3(D)(2) TO APPLY EXCESS
QUALIFYING DISTRIBUTIONS FOR TAX YEAR ENDING OCTOBER 31, 2012 TO PRIOR
YEAR UNDISTRIBUTED INCOME OF \$3,241.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 6

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BILL HALL
10460 W. SAM HOUSTON PKWY S.
HOUSTON, TX 77099

TELEPHONE NUMBER NAME OF GRANT PROGRAM

281-568-4185 BEARDEN FOUNDATION SCHOLARSHIP

FORM AND CONTENT OF APPLICATIONS

APPLICANTS NEED TO PROVIDE THE FOLLOWING ITEMS:

- (1) A SUMMARY IN ESSAY FORM, OF HIS OR HER REASONS FOR, AND OBJECTIVES WHILE, ATTENDING THE PARTICULAR EDUCATIONAL INSTITUTION.
- (2) A SUMMARY OF HIS OR HER ANTICIPATED INCOME AND EXPENSES FOR THE YEAR THE SCHOLARSHIP IS REQUESTED.
- (3) TWO WRITTEN RECOMMENDATIONS FROM INSTRUCTORS NOT RELATED TO THE APPLICANT.
- (4) PROVIDE A LIST OF HIS OR HER EXTRACURRICULAR, CIVIC, VOLUNTEER, AND/OR WORK EXPERIENCE.

ANY SUBMISSION DEADLINES

JUNE 30TH OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

MINIMUM GPA